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8 Attorneys for Debtors

10 UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA

11 In re:

12 WFI DEBTOR,

14 Debtor.

Case No.: BK-S-13-17588-LED
 Chapter 11
 (Jointly Administered)

15 In re:

16 WFN DEBTOR,

18 Debtor.

Case No.: BK-S-13-17586-LED
 Chapter 11

19 In re:

20 GT DEBTOR,

21 Debtor.

Case No.: BK-S-13-17589-LED
 Chapter 11

23 STIPULATION REGARDING THE ALLOWANCE AND
 24 PAYMENT OF CLAIM OF BMO HARRIS BANK, N.A.

25 WFI Debtor, f/k/a Western Funding Incorporated, a California corporation ("WFI"),
 26 WFN Debtor, f/k/a Western Funding Inc. of Nevada, a Nevada corporation ("WFN"), and GT
 27 Debtor, f/k/a Global Track GPS, LLC, a Delaware limited liability company (collectively, the
 28 "Debtors"), debtors and debtors-in-possession, by and through their counsel, the law firm of
 Larson & Zirzow, LLC; BMO Harris Bank, N.A. ("BMO Harris"), by and through their counsel,

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the law firms of Lionel, Sawyer & Collins and Chapman & Cutler; and the Official Committee of Unsecured Creditors (the "Committee" and together with Debtors and BMO Harris, the "Parties"), by and through their counsel, the Schwartzer McPherson Law Firm, hereby stipulate and agree (the "Stipulation") as follows:

1. On September 4, 2013 (the "Petition Date"), Debtors filed their respective voluntary petitions for relief under chapter 11, title 11 of the United States Code (the "Bankruptcy Code"), thereby commencing the above-captioned bankruptcy cases (collectively, the "Chapter 11 Cases").

2. On October 16, 2013, Debtors filed a motion to approve a *Stipulation Authorizing Debtors to Use Cash Collateral, Granting Adequate Protection and Granting Relief from the Automatic Stay Pursuant to 11 U.S.C. § 361, 362 and 363* (the "Cash Collateral Stipulation") [ECF No. 204]. Pursuant to the Cash Collateral Stipulation, Debtors made various admissions, including but not limited to the following: (a) as of the Petition Date, Debtors were indebted and liable to BMO Harris, without claim, defense, counterclaim, recoupment or offset of any kind, in the aggregate principal amount of no less than \$30,870,301.70, exclusive of interest, and all costs, fees, expenses and charges; (b) the claim of BMO Harris was legal, valid and binding obligations of Debtors, enforceable in accordance with their terms, and no portion of the debt to BMO Harris was subject to avoidance, recharacterization, setoff, recoupment or subordination pursuant to the Bankruptcy Code or applicable non-bankruptcy law; (c) Debtors did not have, and thereby forever waived, released and affirmatively agreed not to allege or otherwise pursue, any defenses, affirmative defenses, counterclaims, claims, causes of action, recoupments, setoffs or other rights that it has or may have arising under the Bankruptcy Code, applicable non-bankruptcy law or otherwise against BMO Harris or any of its affiliates. Notwithstanding the foregoing, no other party in interest challenged the foregoing by the deadline set forth in the Cash Collateral Stipulation.

3. On October 24, 2013, the Bankruptcy Court entered an order approving the Cash Collateral Stipulation on a final basis [ECF No. 237].

4. On December 4, 2013, the Bankruptcy Court entered an order approving a *First*

1 *Stipulated Amendment to the Cash Collateral Stipulation* [ECF Nos. 270 and 406], which
 2 provided, among other matters, the following: (a) Debtors would pay the Pre-Petition Agent an
 3 additional, immediate adequate protection paydown of \$500,000; (b) after approval of a
 4 transaction or sale for substantially all of Debtors' business, Debtors would immediately transfer
 5 all cash collateral then held or controlled by Debtors; and (c) Debtors would continue and
 6 finalize their efforts to return all pre-petition retainers, and imposed other limitations with respect
 7 to the retainer being held by Debtors' general reorganization counsel.

8 5. On January 6, 2014, the Court entered the *Order (A) Authorizing the Sale of*
 9 *Substantially All of the Debtors' Operating Assets Free and Clear of Liens, Claims,*
 10 *Encumbrances, and Other Interests, et al.* (the "Sale Order") [ECF No. 603], which approved a
 11 sale of a substantial portion of Debtors' operating assets to Westlake for the sum of
 12 approximately \$24,853,221 (plus the \$815,000 in a break-up fee and expense reimbursement),
 13 subject to adjustment and reconciliation.

14 6. Between Debtors' available cash on hand generated from operations and the
 15 proceeds received from the sale to Westlake, both of which were the cash collateral of BMO
 16 Harris, Debtors had sufficient funds on hand to pay BMO Harris in full. Specifically, as of
 17 January 6, 2014, BMO Harris' total allowed claim, including principal, interest, attorneys' fees
 18 and costs, was the sum of \$27,534,278.84.

19 7. After Debtors' review and approval of the asserted principal and interest owing to
 20 BMO Harris, the Debtors' and the Committee's review of the fees and costs asserted to have
 21 been incurred by BMO Harris, and BMO Harris's reduction of its fees in the amount of \$75,000,
 22 the Debtors and the Committee have agreed that BMO be fully released from any and all further
 23 claims in connection with its claim against the Debtors, and BMO Harris's claim shall be
 24 allowed in the amount of \$27,459,278.84, which claim was paid and satisfied in full on January
 25 7, 2014. As such, BMO Harris is no longer a creditor in these Chapter 11 Cases, and any claim
 26 of BMO Harris is hereby expunged.

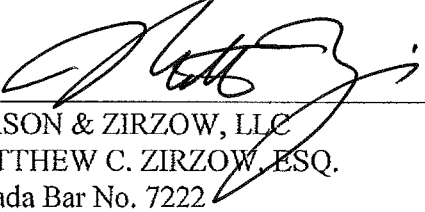
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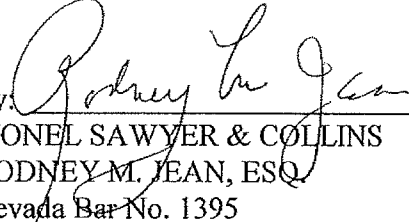
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1 NOW, THEREFORE, the Parties respectfully request that the Court enter the order
2 attached hereto as Exhibit "1", thereby approving this Stipulation.

3 DATED: February 28th, 2014.

4
5 By: 
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7 MATTHEW C. ZIRZOW, ESQ.
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22 Attorneys for the Official Committee
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2 attached hereto as **Exhibit "1"**, thereby approving this Stipulation.

3 DATED: February ____, 2014.

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EXHIBIT “1”

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Attorneys for Debtors

**UNITED STATES BANKRUPTCY COURT
 DISTRICT OF NEVADA**

In re:
 WESTERN FUNDING INCORPORATED,

 Debtor.

Case No.: BK-S-13-17588-LED
 Chapter 11
 (Jointly Administered)

In re:
 WESTERN FUNDING INC. OF NEVADA,

 Debtor.

Case No.: BK-S-13-17586-LED
 Chapter 11

In re:
 GLOBAL TRACK GPS, LLC,

 Debtor.

Case No.: BK-S-13-17589-LED
 Chapter 11

Date: N/A
 Time: N/A

**ORDER APPROVING STIPULATION REGARDING THE ALLOWANCE
AND PAYMENT OF CLAIM OF BMO HARRIS BANK, N.A.**

WFI Debtor, f/k/a Western Funding Incorporated, a California corporation, WFN Debtor, f/k/a Western Funding Inc. of Nevada, a Nevada corporation, and GT Debtor, f/k/a Global Track GPS, LLC, a Delaware limited liability company (collectively, the "Debtors"), debtors and debtors-in-possession, by and through their counsel, the law firm of Larson & Zirzow, LLC; BMO Harris Bank, N.A. ("BMO Harris"), by and through their counsel, the law firms of Lionel, Sawyer & Collins and Chapman & Cutler; and the Official Committee of Unsecured Creditors (the "Committee" and together with Debtors and BMO Harris, the "Parties"), by and through their counsel, the Schwartzer McPherson Law Firm, having filed their *Stipulation Regarding the Allowance and Payment of Claim of BMO Harris Bank, N.A.* (the "Stipulation"),¹ the Court having reviewed the Stipulation and good cause appearing;

IT IS HEREBY ORDERED:

1. The Stipulation is APPROVED;

2. The claim of BMO Harris shall be and hereby is allowed on a final basis in the total amount of \$27,459,278.84. This claim was paid and satisfied in full on January 7, 2014. As such, BMO Harris is no longer a creditor in these Chapter 11 Cases, and any claim of BMO Harris is hereby expunged. Further, BMO Harris is fully released from any and all further claims in connection with its claim against the Debtors.

3. The Stipulation and this Order shall be binding upon Debtors and any successor thereto (including, without limitation, any chapter 7 or chapter 11 trustee appointed or elected for the Debtors) in all circumstances, or any liquidating trustee appointed pursuant to any confirmed chapter 11 plan.

IT IS SO ORDERED.

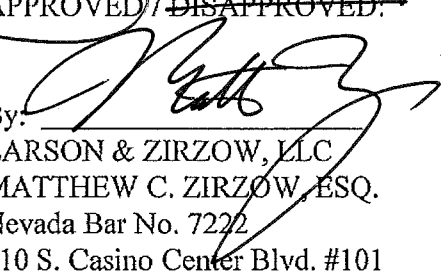
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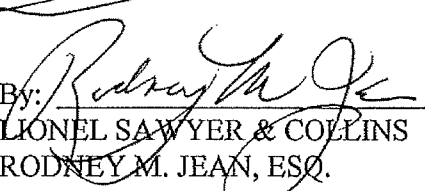
¹ All capitalized terms herein shall have the same meaning as set forth in the Stipulation.

1 APPROVED / ~~DISAPPROVED~~:

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